

Roth Capital Partners, LLC
888 San Clemente Drive, Suite 400
Newport Beach, CA 92660

Maxim Group LLC
405 Lexington Ave.
New York, NY 10174

October 13, 2016

Via EDGAR

U.S. Securities and Exchange Commission
Division of Corporate Finance
100 F Street, N.E., Mail Stop 4628
Washington, D.C. 20549

Attention: Danilo Castelli

**RE: Registration Statement on Form S-1
File No. 333-213519**

Dear Mr. Castelli:

Pursuant to Rule 461 under the Securities Act of 1933, as amended, Roth Capital Partners, LLC and Maxim Group LLC, in their capacity as underwriters (the "**Underwriters**") pursuant to that certain registration statement on Form S-1, File No. 333-213519 (the "**Registration Statement**") of Ocean Power Technologies, Inc. (the "**Company**"), hereby respectfully requests that the Registration Statement, be declared effective at 4:30 P.M., Washington, D.C. time, on October 13, 2016, or as soon as practicable thereafter.

Respectfully,

ROTH CAPITAL PARTNERS, LLC

By: /s/ Aaron M. Gurewitz
Name: Aaron M. Gurewitz
Title: Head of Equity Capital Markets

MAXIM GROUP LLC

By: /s/ Cliff Teller
Name: Cliff Teller
Title: Head of Investment Banking